

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
:
SOLSTICE, LLC, *et al.*, : Case No. 09-11010 (REG)
: (Jointly Administered)
Debtors. :
-----X

INSTRUCTIONS FOR COMPLETING BALLOT

The attached ballot was sent to you either because: (1) Solstice, LLC and its direct and indirect affiliates (collectively, “Debtors”) listed you as a holder of a claim which is not contingent, unliquidated or disputed in their schedules of liabilities; or (2) you filed a proof of claim with the Court evidencing a claim, and that claim has not been disallowed by order of the Court. The amount of your claim for voting purposes is indicated on the first page of the attached ballot.

Under the *First Amended Joint Liquidating Plan of Reorganization* filed on April 30, 2010 (“First Amended Plan”), claims in Classes 3, 4 and 5 are impaired, and the holders of such claims are entitled to vote to accept or reject the First Amended Plan. If (a) your claim has been scheduled as not contingent, unliquidated or disputed, or (b) you have filed a proof of claim not subject to any pending objection by the Debtors, your claim has been provisionally allowed for the purpose of voting to accept or reject the First Amended Plan, in the amount for which such claim has been scheduled or filed. **The attached ballot is not a proof of claim form, nor an admission by the Debtors of the nature, validity, or amount of your claim.**

The First Amended Plan can be confirmed by the Court and thereby made binding on you even if you do not vote, or if you reject the First Amended Plan, if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of claims or interest that actually vote in each impaired class (Classes 3, 4, and 5) voting on the First Amended Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the First Amended Plan if the Bankruptcy Court finds that the First Amended Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code. To have your vote count, you must complete and return the attached ballot.

PLEASE READ AND FOLLOW THESE INSTRUCTIONS CAREFULLY.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN YOUR BALLOT TO THE ADDRESS SET FORTH ON THE ENCLOSED PRE-PAID ENVELOPE SO THAT IT IS RECEIVED ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 9, 2010 (“VOTING DEADLINE”). BALLOTS CAST BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE COUNTED WITHOUT THE WRITTEN CONSENT OF THE DEBTORS.

Creditors may not split their vote on the First Amended Plan. If you are submitting a vote with respect to multiple claims that you hold, you must vote your entire claim in any single class the same way (*i.e.*, all “accept” or “reject”).

An authorized signatory of a holder of your claim may execute the attached ballot, but must provide the name and address of the holder of such claim on the ballot and must submit evidence demonstrating such signatory’s authorization to vote on behalf of such holder. Authorized signatories voting on behalf of more than one holder of claims eligible to vote must complete a separate ballot for each such holder.

Any ballot that is illegible, contains insufficient information to permit the identification of the claimant, or is not signed, ***will not be counted***.

Any entity entitled to vote may withdraw or change its vote by mailing a notice of withdrawal or a superseding ballot to the Debtors’ counsel at King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn: Heath D. Rosenblat, so that it is received on or before the Voting Deadline.

The attached ballot has been prepared to reflect the class in which you are eligible to vote. If you have claims in more than one class, you must submit a separate ballot for each class of claims. If you receive more than one ballot, you should complete and return one ballot for each class in which you are voting. If your ballot is damaged or lost, or if you did not receive a ballot, you may request a replacement by addressing a written request to the Debtors’ counsel at: King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn: Heath D. Rosenblat. If you have any questions, please contact Debtors’ counsel at (212) 556-2124.

Ballots are being sent to all holders of impaired claims entitled to vote on the First Amended Plan as of the voting record date of May 4, 2010. Pursuant to Section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3018, the Bankruptcy Court may estimate and temporarily allow a claim for the purpose of voting on the First Amended Plan. The Debtors may seek an order of the Court temporarily allowing, for voting purposes only, certain disputed claims. If the Debtors avail themselves of this right, allowance for voting purposes does not constitute allowance for the purpose of distributions under the First Amended Plan.

This ballot is for voting purposes only and does not constitute and should not be deemed a proof of claim or an admission by the Debtors of the validity of a claim.

You must provide all of the information requested by this ballot. Failure to do so may result in the disqualification of your vote.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
SOLSTICE, LLC, *et al.*, : Case No. 09-11010 (REG)
: (Jointly Administered)
Debtors. :
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CLASS 3, CLASS 4 AND CLASS 5 BALLOT

Solstice, LLC (“Solstice”), its management company Solstice Management, LLC, and certain direct or indirect subsidiaries (collectively, the “Subsidiary Debtors”)¹, as debtors and debtors-in-possession herein (collectively, the “Debtors”) filed the *First Amended Joint Liquidating Plan of Reorganization* (“First Amended Plan”) on April 30, 2010. The Court approved the First Amended Disclosure Statement for the First Amended Plan (“First Amended Disclosure Statement”) on May 4, 2010. The First Amended Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a copy of the First Amended Disclosure Statement, you may obtain a copy from counsel for the Debtors, King & Spalding LLP, 1185 Avenue of the Americas, New York, New York 10036, Attn: Heath D. Rosenblat, Telephone No. (212) 556-2124. Court approval of the First Amended Disclosure Statement does not indicate approval of the First Amended Plan by the Court.

You should review the First Amended Disclosure Statement, its exhibits, and the First Amended Plan, and its exhibits, before you vote. You may wish to seek legal advice concerning the First Amended Plan and your classification and treatment under the First Amended Plan.

IF YOUR BALLOT IS NOT RECEIVED BY COUNSEL FOR THE DEBTORS, KING & SPALDING LLP, 1185 AVENUE OF THE AMERICAS, NEW YORK, NEW YORK 10036, ATTN: HEATH D. ROSENBLAT, ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 9, 2010, AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE FIRST AMENDED PLAN.

¹ The Subsidiary Debtors consist of the following fourteen (14) entities: (i) Solstice Ownership I, LLC; (ii) Solstice Ownership II, LLC; (iii) Solstice Ownership III, LLC; (iv) Solstice Ownership IV, LLC; (v) Solstice Ownership V, LLC; (vi) Solstice Ownership VI, LLC; (vii) Solstice Ownership VII, LLC; (viii) Sea Vision I, LLC; (ix) Parallel I LLC; (x) Parallel Aspen, LLC; (xi) Parallel Management LLC; (xii) 163 Charles Street No. 4 New York, LLC; (xiii) 163 Charles Street No. 5 New York, LLC; and (xiv) Solstice Ownership 7, S.r.l.

PLEASE NOTE: BALLOTS SENT BY FACSIMILE OR EMAIL TRANSMISSION WILL NOT BE COUNTED.

If the First Amended Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE DEBTORS' COUNSEL AT (212) 556-2124.

THE AMOUNT OF YOUR CLASS [] CLAIM IS \$[_____].

Item 1. Amount of Claim. The undersigned certifies that as of _____, 2010, the undersigned held a claim in the following unpaid amount: \$_____.

Item 2. Vote on First Amended Plan (Please Check Only One Box)

The undersigned: ☐ **ACCEPTS** (votes FOR) the First Amended Plan.

☐ **REJECTS** (votes AGAINST) the First Amended Plan.

If you vote to accept the First Amended Plan, you are specifically consenting to the releases and exculpations contained in the First Amended Plan. Such releases and exculpations include, but are not limited to, the releases and exculpations contained in Section 10.6 of the First Amended Plan.

Any ballot which is executed but which does not indicate either an acceptance or rejection of the First Amended Plan or which indicates both an acceptance and a rejection of the First Amended Plan will be deemed ineligible.

Item 3. Cash Out Election

For those holders of General Unsecured Claims in Class 3 making the election on their ballot to opt out of Class 3 and have a Cash-Out Claim in Class 4, on or as soon as practicable after the later of (a) the Effective Date and (b) thirty (30) days after the date on which such Claim becomes an Allowed Claim, each holder of an Allowed Claim in Class 4 shall receive, in full satisfaction, settlement, release and discharge thereof, and in exchange therefor, Cash in an amount equal to ten percent (10%) of the face amount of such Allowed Claim, provided, however, such Cash distribution will not exceed \$5,000 per Allowed Claim.

The undersigned: ☐ **SELECTS THE CASH OUT ELECTION** (votes FOR a one time payment equal to ten percent (10%) of the face amount of such Allowed Claim, provided, however, such Cash distribution will not exceed \$5,000 per Allowed Claim \$5,000).

By taking the Cash Out Election, you are deemed to have voted to ACCEPT the First Amended Plan.

Item 4. By signing this ballot, the undersigned hereby certifies that: (i) the undersigned is the owner of the claim to which this ballot pertains, or the authorized signatory of such owner, and has full power and authority to vote to accept or reject the First Amended Plan, and (ii) the undersigned has been provided with a copy of the First Amended Plan and the First Amended Disclosure Statement.

	Name of Voter: _____ (Print or Type)
	Federal Tax I.D. No.: _____
	Signature: _____
	By: _____ (If Appropriate)
	Title: _____ (If Appropriate)
	Address: _____ (Street)
	_____ (City, State, Zip Code)
	Telephone Number: _____
	Date Completed: _____